



NEW APPLICATION



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May 27, 2011

Via Overnight Delivery

Docket Control Center
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007

AZ CORP COMMISSION
DOCKET CONTROL

T-20805A-11-0221

RE: **Hypercube Telecom, LLC** - Application and Petition for Certificate of Convenience and Necessity to Provide Intrastate Telecommunications Services

Dear Sir/Madam:

Enclosed for filing are the original and thirteen (13) copies of the initial Application and Petition for Certificate of Convenience and Necessity to Provide Intrastate Telecommunications Services filed on behalf of Hypercube Telecom, LLC.

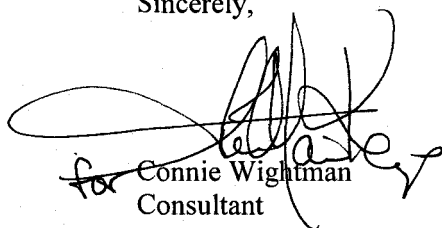
Please acknowledge receipt of this filing by date stamping the extra copy of this cover letter and returning it in the self-addressed, stamped envelope enclosed for this purpose.

Any questions you may have regarding this filing may be directed to me at (407) 740-3002 or via e-mail at cwightman@tminc.com.

Please acknowledge receipt of this filing by date stamping the extra copy of this cover letter and returning it in the self-addressed, stamped envelope enclosed for this purpose.

Thank you for your assistance in this matter.

Sincerely,


for Connie Wightman
Consultant

Arizona Corporation Commission
DOCKETED

MAY 31 2011

DOCKETED BY

nr

Enclosures
CW/lw

cc: Robert McCausland – Hypercube Telecom, LLC
Karen Turner – Manager-Regulatory Compliance
file: Hypercube– AZ Local
tms: AZ11101
H3: 2010-13

ARIZONA CORPORATION COMMISSION

**Application and Petition for Certificate of Convenience and Necessity to Provide
Intrastate Telecommunications Services**

Mail original plus 13 copies of completed application to: For Docket Control Only:

(Please Stamp Here)

Docket Control Center
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007-2927

Please indicate if you have current applications pending
in Arizona as an Interexchange reseller, AOS provider,
or as the provider of other telecommunication services.

Type of Service: _____

Docket No.: _____ Date: _____ Date Docketed: _____

Type of Service: _____

Docket No.: _____ Date: _____ Date Docketed: _____

A. COMPANY AND TELECOMMUNICATION SERVICE INFORMATION	
(A-1) Please indicate the type of telecommunications services that you want to provide in Arizona and mark the appropriate box(s).	
<input checked="" type="checkbox"/>	Resold Long Distance Telecommunications Services (Answer Sections A, B).
<input checked="" type="checkbox"/>	Resold Local Exchange Telecommunications Services (Answer Sections A, B, C).
<input checked="" type="checkbox"/>	Facilities-Based Long Distance Telecommunications Services (Answer Sections A, B, D).
<input checked="" type="checkbox"/>	Facilities-Based Local Exchange Telecommunications Services (Answer Sections A, B, C, D, E)
<input type="checkbox"/>	Alternative Operator Services Telecommunications Services (Answer Sections A, B)
<input type="checkbox"/>	Other _____ (Please attach complete description)

(A-2) The name, address, telephone number (including area code), facsimile number (including area code), e-mail address, and World Wide Web address (if one is available for consumer access) of the Applicant:

Hypcube Telecom, LLC

3200 West Pleasant Run Road, Suite 300, Lancaster, TX 75146

Telephone: 469-727-1510

Fax Number: 469-727-1511

Website: www.h3net.com

(A-3) The d/b/a ("Doing Business As") name if the Applicant is doing business under a name different from that listed in Item (A-2):

N/A

(A-4) The name, address, telephone number (including area code), facsimile number (including area code), and E-mail address of the Applicant's Management Contact:

Karen Turner, Manager-Regulatory Compliance

3200 West Pleasant Run Road, Suite 300, Lancaster, TX 75146

Telephone: 469-727-1631

Fax Number: 469-727-1511

Email: karen.turner@h3net.com

(A-5) The name, address, telephone number (including area code), facsimile number (including area code), and E-mail address of the Applicant's Attorney and/or Consultant:

Connie Wightman, Consultant to Hypcube Telecom, LLC

2600 Maitland Center Parkway, Suite 300

Maitland, FL 32751

Telephone : (407)740-3002

Fax Number: (407)740-0613

Email: cwightman@tminc.com

(A-6) The name, address, telephone number (including area code), facsimile number (including area code), and E-mail address of the Applicant's Complaint Contact Person:

Robert W. McCausland, Sr. VP, Regulatory and Government Affairs

3200 West Pleasant Run Road, Suite 300, Lancaster, TX 75146

Telephone: 469-727-1640

Fax Number: 866-432-3936

Email: Robert.Mccausland@h3net.com

(A-7) What type of legal entity is the Applicant? Mark the appropriate box(s) and category.

☐ Sole proprietorship

☐ Partnership: ☐ Limited, ☐ General, ☒ Arizona, ☐ Foreign

☒ Limited Liability Company: ☐ Arizona, ☒ Foreign

☐ Corporation: ☐ "S" ☐ "C" ☐ Non-profit

☐ Other, specify: _____

(A-8) Please include "Attachment A":

Attachment "A" must include the following information:

1. A copy of the Applicant's Certificate of Good Standing as a domestic or foreign corporation, LLC, or other entity in Arizona.
2. A list of the names of all owners, partners, limited liability company managers (or if a member managed LLC, all members), or corporation officers and directors (specify).
3. Indicate percentages of ownership of each person listed in A-8.2.

(A-9) Include your Tariff as "Attachment B".

Your Tariff must include the following information:

1. Proposed Rates and Charges for each service offered (reference by Tariff page number).
2. Tariff Maximum Rate and Prices to be charged (reference by Tariff page number).
3. Terms and Conditions Applicable to provision of Service (reference by Tariff page number).
4. Deposits, Advances, and/or Prepayments Applicable to provision of Service (reference by Tariff page number).

Applicant will not require deposits or advance payments by Customers for Services.

5. The proposed fee that will be charged for returned checks (reference by Tariff page number).

Applicant will not charge a fee for any returned checks.

(A-10) Indicate the geographic market to be served:

☒ Statewide. (Applicant adopts statewide map of Arizona provided with this application). **Includes services provided through resale.**

☐ Other. Describe and provide a detailed map depicting the area.

(A-11) Indicate if the Applicant or any of its officers, directors, partners, or managers has been or are currently involved in any formal or informal complaint proceedings before any state or federal regulatory commission, administrative agency, or law enforcement agency. Describe in detail any such involvement. Please make sure you provide the following information:

1. States in which the Applicant has been or is involved in proceedings.
2. Detailed explanations of the Substance of the Complaints.
3. Commission Orders that resolved any and all Complaints.
4. Actions taken by the Applicant to remedy and/or prevent the Complaints from re-occurring.

None of the Applicant's officers, directors, partners, or managers have been or are currently involved in any formal or informal complaint proceedings in any jurisdiction.

Like most providers in the industry, the Applicant is from time to time involved in billing disputes. At present, the Applicant filed a complaint against Level 3 Communications (Level 3) in New York, and is addressing a similar matter with Level 3 in California. The matters involve a dispute regarding the billing for services that the Applicant provides to Level 3. To date, the Applicant's complaints remain unresolved; however, the Applicant believes that material progress is being made with Level 3 and the issues will be resolved amicably in the future.

(A-12) Indicate if the Applicant or any of its officers, directors, partners, or managers has been or are currently involved in any civil or criminal investigation, or had judgments entered in any civil matter, judgments levied by any administrative or regulatory agency, or been convicted of any criminal acts within the last ten (10) years.

Describe in detail any such judgments or convictions. Please make sure you provide the following information:

1. States involved in the judgments and/or convictions.
2. Reasons for the investigation and/or judgment.
3. Copy of the Court order, if applicable.

None of the Applicant's officers directors, partners or managers have been involved in any civil or criminal investigation or had judgments entered in any civil matter, judgments levied by any administrative or regulatory agency, or been convicted of any criminal acts within the last ten (10) years.

(A-13) Indicate if the Applicant's customers will be able to access alternative toll service providers or resellers via 1+101XXXX access.

☒ Yes

☐ No

(A-14) Is Applicant willing to post a Performance Bond? Please check appropriate box(s).

☒ For Long Distance Resellers, a \$10,000 bond will be recommended for those resellers who collect advances, prepayments or deposits.

☐ Yes

☒ No

If "No", continue to question (A-15).

☒ For Local Exchange Resellers, a \$25,000 bond will be recommended.

☐ Yes

☒ No

If "No", continue to question (A-15).

☒ For Facilities-Based Providers of Long Distance, a \$100,000 bond will be recommended.

☐ Yes

☒ No

If "No", continue to question (A-15).

☒ For Facilities-Based Providers of Local Exchange, a \$100,000 bond will be recommended.

☐ Yes

☒ No

If any box in (A-14) is marked "No", continue to question (A-15).

Note: Amounts are cumulative if the Applicant is applying for more than one type of service.

(A-15) If any box in (A-14) is marked "No", provide the following information. Clarify and explain the Applicant's deposit policy (reference by tariff page number). Provide a detailed explanation of why the Applicant's superior financial position limits any risk to Arizona consumers.

The Applicant will not require deposits or advance payment for Arizona services from customers.

(A-16) Submit copies of affidavits of publication that the Applicant has, as required, published legal notice of the Application in all counties where the Applicant is requesting authority to provide service.

Note: For Resellers, the Applicant must complete and submit an Affidavit of Publication Form as Attachment "C" before Staff prepares and issues its report. Refer to the Commission's website for Legal Notice Material (Newspaper Information, Sample Legal Notice and Affidavit of Publication). For Facilities-Based Service Providers, the Hearing Division will advise the Applicant of the date of the hearing and the publication of legal notice. Do not publish legal notice or file affidavits of publication until you are advised to do so by the Hearing Division.

Applicant will publish legal notice of the Application when advised to do so by the Hearing Division.

(A-17) Indicate if the Applicant is a switchless reseller of the type of telecommunications services that the Applicant will or intends to resell in Arizona:

☐ Yes

☒ No

If "Yes", provide the name of the company or companies whose telecommunications services the Applicant resells.

- (A-18) List the States in which the Applicant has had an application approved or denied to offer telecommunications services similar to those that the Applicant will or intends to offer in Arizona:

Note: If the Applicant is currently approved to provide telecommunications services that the Applicant intends to provide in Arizona in less than six states, excluding Arizona, list the Public Utility Commission ("PUC") of each state that granted the authorization. For each PUC listed provide the name of the contact person, their phone number, mailing address including zip code, and e-mail address.

See Attachment C.

- (A-19) List the States in which the Applicant currently offers telecommunications services similar to those that the Applicant will or intends to offer in Arizona.

Note: If the Applicant currently provides telecommunication services that the Applicant intends to provide in Arizona in six or more states, excluding Arizona, list the states. If the Applicant does not currently provide telecommunications services that the Applicant intends to provide in Arizona in five or less states, list the key personnel employed by the Applicant. Indicate each employee's name, title, position, description of their work experience, and years of service in the telecommunications services industry.

See Attachment C.

- (A-20) List the names and addresses of any alternative providers of the service that are also affiliates of the telecommunications company, as defined in R14-2-801.

N/A

- (A-21) Check here if you wish to adopt as your petition a statement that the service has already been classified as competitive by Commission Decision:

- ☒ Decision # 64178 Resold Long Distance
- ☒ Decision # 64178 Resold LEC
- ☒ Decision # 64178 Facilities Based Long Distance
- ☒ Decision # 64178 Facilities Based LEC

B. FINANCIAL INFORMATION

- (B-1) Indicate if the Applicant has financial statements for the two (2) most recent years.

☒ Yes ☐ No

If "No," explain why and give the date on which the Applicant began operations.

Applicant considers its financials to be confidential and requests they be filed under seal. Applicant requests that Commission Staff contact Ms. Connie Wightman (407-740-3002) to obtain a copy of Applicant's income statement and balance sheet.

(B-2) Include "Attachment D".

Provide the Applicant's financial information for the two (2) most recent years.

1. A copy of the Applicant's balance sheet.
2. A copy of the Applicant's income statement.
3. A copy of the Applicant's audit report.
4. A copy of the Applicant's retained earnings balance.
5. A copy of all related notes to the financial statements and information.

Note: Make sure "most recent years" includes current calendar year or current year reporting period.

See (B-1).

(B-3) Indicate if the Applicant will rely on the financial resources of its Parent Company, if applicable.

See (B-1).

(B-4) The Applicant must provide the following information.

1. Provide the projected total revenue expected to be generated by the provision of telecommunications services to Arizona customers for the first twelve months following certification, adjusted to reflect the maximum rates for which the Applicant requested approval. Adjusted revenues may be calculated as the number of units sold times the maximum charge per unit.

Applicant's expected revenue for the next 12 months is approximately \$661,000.

2. Provide the operating expenses expected to be incurred during the first twelve months of providing telecommunications services to Arizona customers following certification.

Applicant's expected operating expenses during the first 12 months are approximately \$548,630.

3. Provide the net book value (original cost less accumulated depreciation) of all Arizona jurisdictional assets expected to be used in the provision of telecommunications service to Arizona customers at the end of the first twelve months of operation. Assets are not limited to plant and equipment. Items such as office equipment and office supplies should be included in this list.

The net book value of all Arizona jurisdictional assets is zero.

4. If the projected value of all assets is zero, please specifically state this in your response.

The projected value of all assets is zero.

5. If the projected fair value of the assets is different than the projected net book value, also provide the corresponding projected fair value amounts.

The projected fair value is zero.

**C. RESOLD AND/OR FACILITIES-BASED LOCAL EXCHANGE
TELECOMMUNICATIONS SERVICES**

(C-1) Indicate if the Applicant has a resale agreement in operation.

☐ Yes ☒ No

If "Yes", please reference the resale agreement by Commission Docket Number or Commission Decision Number.

**D. FACILITIES-BASED LONG DISTANCE AND/OR FACILITIES BASED LOCAL
EXCHANGE TELECOMMUNICATIONS SERVICES**

(D-1) Indicate if the Applicant is currently selling facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services in Arizona. This item applies to an Applicant requesting a geographic expansion of their CC&N:

☐ Yes ☒ No

If "Yes," provide the following information:

1. The date or approximate date that the Applicant began selling facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services in Arizona.
2. Identify the types of facilities-based long distance telecommunications services AND/OR facilities-based local exchange telecommunications services that the Applicant sells in Arizona.

If "No," indicate the date when the Applicant will begin to sell facilities-based long distance telecommunications AND/OR facilities-based local exchange telecommunications services in Arizona.

The Applicant will begin to sell local exchange telecommunications services in Arizona as soon as their application is approved.

E. FACILITIES-BASED LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES

(E-1) Indicate whether the Applicant will abide by the quality of service standards that were approved by the Commission in Commission Decision Number 59421:

☒ Yes ☐ No

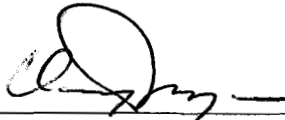
(E-2) Indicate whether the Applicant will provide all customers with 911 and E911 service, where available, and will coordinate with incumbent local exchange carriers ("ILECs") and emergency service providers to provide this service:

☒ Yes ☐ No

(E-3) Indicate that the Applicant's switch is "fully equal access capable" (i.e., would provide equal access to facilities-based long distance companies) pursuant to A.A.C. R14-2-1111 (A):

☒ Yes ☐ No

I certify that if the applicant is an Arizona corporation, a current copy of the Articles of Incorporation is on file with the Arizona Corporation Commission and the applicant holds a Certificate of Good Standing from the Commission. If the company is a foreign corporation or partnership, I certify that the company has authority to transact business in Arizona. I certify that all appropriate city, county, and/or State agency approvals have been obtained. Upon signing of this application, I attest that I have read the Commission's rules and regulations relating to the regulations of telecommunications services (A.A.C. Title 14, Chapter 2, Article 11) and that the company will abide by Arizona state law including the Arizona Corporation Commission Rules. I agree that the Commission's rules apply in the event there is a conflict between those rules and the company's tariff, unless otherwise ordered by the Commission. I certify that to the best of my knowledge the information provided in this Application and Petition is true and correct.



George C. Myers
CFO
Hypercube Telecom, LLC

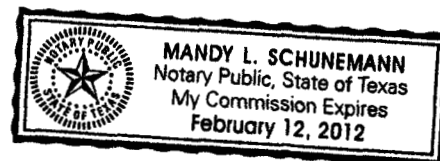
May 26, 2011

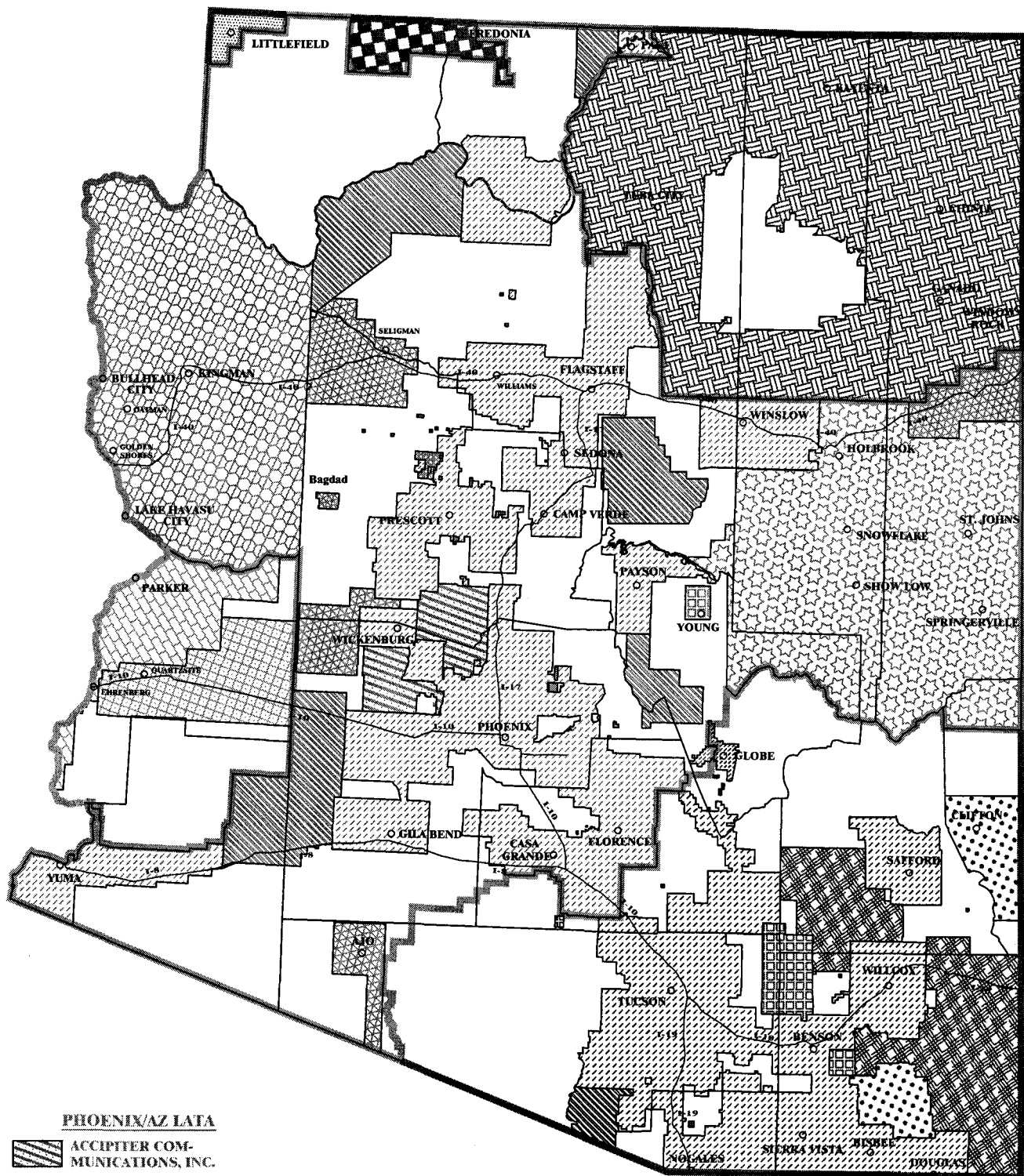
Date

SUBSCRIBED AND SWORN to before me this 26th day of May, 2011.



NOTARY PUBLIC

My Commission Expires Feb. 12, 2012







PHOENIX/AZ LATA

-  ACCIPITER COMMUNICATIONS, INC.
-  ARIZONA TELEPHONE COMPANY
-  FRONTIER CITIZENS UTILITIES RURAL
-  FRONTIER COMMUNICATIONS OF THE WHITE MOUNTAINS
-  MIDVALE TELEPHONE EXCHANGE, INC.
-  TABLE TOP TELEPHONE COMPANY, INC.
-  QWEST COMMUNICATIONS, INC.



TUCSON/AZ LATA

-  ARIZONA TELEPHONE COMPANY
-  COPPER VALLEY TELEPHONE, INC.
-  MIDVALE TELEPHONE EXCHANGE, INC.
-  QWEST COMMUNICATIONS, INC.
-  VALLEY TELEPHONE COOPERATIVE, INC.

INDEPENDENT MARKET AREA

-  NAVAJO COMMUNICATIONS COMPANY, INC.
- #### LOS ANGELES/CA LATA
-  VERIZON CALIFORNIA, INC.
-  SOUTHWESTERN TELEPHONE CO.

UTAH/UT LATA

-  RIO VIRGIN TELEPHONE COMPANY
-  SOUTH CENTRAL UTAH TELEPHONE ASSOC., INC.

*Revised
June 27, 2007*

STATE OF ARIZONA TELEPHONE WITH LATA

Attachment A

Applicant's Certificate of Good Standing

Corporation Officers and Percentages of Ownership

Applicant is a wholly owned subsidiary of Hypercube, LLC

Officers	Title
Ronald Beaumont	President and CEO
George C. Myers	Chief Financial Officer
Douglas L. Davis	Chief Technology Officer

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION
CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Ernest G. Johnson, Executive Director of the Arizona Corporation Commission, do hereby certify that

*****HYPERCUBE TELECOM, LLC*****

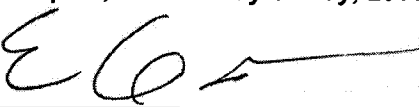
a foreign limited liability company organized under the laws of the jurisdiction of Delaware did obtain a Certificate of Registration in Arizona on the 6th day of February 2001.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said limited liability company has not had its Certificate of Registration revoked for failure to comply with the provisions of A.R.S. section 29-601 et seq., the Arizona Limited Liability Company Act; and that the said limited liability company has not filed a Certificate of Cancellation as of the date of this certificate.

This certificate relates only to the legal authority of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 4th Day of May, 2011, A. D.





Executive Director

By: _____ 609458

Attachment B

Proposed Tariffs

Applicant's proposed local exchange and access tariffs will be filed in due course.

Attachment C

States Where Applicant is Approved to do Business

Hypercube Telecom, LLC has approved certifications in the following states:

Alabama, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, No. Carolina, No. Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, So. Carolina, So. Dakota, Tennessee, Texas, Vermont, Virginia and Washington

States Where Applicant is Presently Operating

Hypercube Telecom, LLC is presently operating in the following states:

Alabama, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Idaho, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, No. Carolina, No. Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, So. Carolina, So. Dakota, Tennessee, Texas, Vermont, Virginia and Washington